

Bulletin from the Annual General Meeting of Flerie AB (publ) on 14 May 2025

The Annual General Meeting of Flerie AB (publ) reg. no. 559067-6820 (the "Company") has been held on 14 May 2025 and in particular the following resolutions were made.

Adoption of the annual report and the auditor's report

The Annual General Meeting resolved to approve the profit and loss statement and the balance sheet regarding the parent Company and the Group, appropriation of the profit in accordance with the Board of Directors proposal and not to distribute any dividends for the financial year 2024, as well as to discharge the CEO and Board members from liability.

Election of Board members

As members of the Board of Directors it was resolved to re-elect Thomas Eldered, Cecilia Edström, Anders Ekblom och Jenni Nordborg. Thomas Eldered was re-elected as the Chairman of the Board of Directors. It was resolved that the total remuneration for the Board of Directors (including remuneration for work in the Board's committees as set out below) shall amount to SEK 1,295,000 of which SEK 400,000 shall be paid to the Chairman of the Board of Directors and SEK 275,000 shall be paid to each of the other members of the Board. In addition, a remuneration of SEK 50,000 shall be paid to the Chairman of the Audit Committee, and a fee of SEK 20,000 shall be paid to the Chairman of the Remuneration Committee.

Election of auditor

The Annual General Meeting resolved to re-elect Ernst & Young AB as auditor for the period until the end of the next Annual General Meeting with Jennifer Rock-Baley as auditor in charge. The fees shall be paid in accordance with approved invoices.

Adoption of guidelines for remuneration to senior executives and approval of the remuneration report

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to adopt guidelines for remuneration to senior executives to remain in effect until further notice, and to approve the Board of Directors' remuneration report.

Authorisation for the Board of Directors to resolve on issues of shares, warrants and/or convertible bonds

The Annual General Meeting authorised the Board of Directors to, on one or several occasions during the period until the next Annual General Meeting, with or without deviation from the shareholder's preferential rights, resolve on issues of shares, warrants and/or convertible bonds that comprise the issue of or conversion to ordinary shares corresponding to a dilution of a maximum of 10 percent of the share capital and the voting rights in the Company, based on the number of shares in the Company at the time of the Annual General Meeting. Payment for subscribed shares and/or convertible bonds shall be made in cash, in kind or by way of set-off.

Approval of merger plan and issue of merger consideration

In connection with the proposed merger between Flerie and Toleranzia AB (publ) ("**Toleranzia**" and the "**Merger**"), the Annual General Meeting resolved to approve the merger plan dated 25 March 2025 jointly adopted by the Boards of Directors of Flerie and Toleranzia. The merger plan was registered with the Swedish Companies Registration Office on 31 March 2025 and announced on 2 April 2025. According to the merger plan, the Merger shall be undertaken by way of absorption, with Flerie as the absorbing company and Toleranzia as the transferring company. Following the completion of the Merger, Toleranzia's operations will be contributed to a new subsidiary to Flerie's wholly owned subsidiary, Flerie Invest AB. According to the merger plan, the exchange ratio for the merger consideration has been determined in such way that 88 shares in Toleranzia shall be exchanged for one (1) new ordinary share in Flerie (the "**Merger Consideration**"). The Merger is expected to be registered with the Swedish Companies Registration Office during the third quarter of 2025 and will result in the dissolution of Toleranzia, whereby all of Toleranzia's assets and liabilities will be transferred to Flerie. Settlement of the Merger Consideration will take place following the Swedish Companies Registration Office's registration of the Merger.

The Annual General Meeting further resolved to issue 1,444,067 new ordinary shares in Flerie as Merger Consideration in the Merger. Such issue of shares will increase Flerie's share capital by SEK 2,888,134. Entitled to receive the newly issued shares, with the exchange ratio set out above, are shareholders registered in the share register of Toleranzia on the date of the Swedish Companies Registration Office registration of the Merger. The reason for the deviation from the shareholders' preferential rights is that the newly issued shares shall constitute the Merger Consideration in the Merger. The shares in Toleranzia owned by Flerie's wholly owned subsidiary Flerie Invest AB will not entitle Flerie Invest AB to any Merger Consideration.

For further information, please contact:

Ted Fjällman, CEO of Flerie

E-mail: ir@flerie.com

About Flerie

Flerie is an active long-term life science investor, with a broad and diversified portfolio of innovative companies based on pioneering science. We invest in product development and commercial growth opportunities globally alongside other leading investors, focusing predominantly on private companies that are otherwise difficult to access. Flerie's active ownership model, broad network and resources support and accelerate the development of the portfolio projects, creating value for shareholders. Flerie AB's ordinary share is listed on Nasdaq Stockholm with the ticker FLERIE. For further information please visit www.flerie.com.

Attachments

[Bulletin from the Annual General Meeting of Flerie AB \(publ\) on 14 May 2025](#)